

**AMENDED AND RESTATED  
BYLAWS  
OF  
UNIVERSITY OF NEVADA, LAS VEGAS  
ALUMNI ASSOCIATION, INC.**

A Nevada Non-Profit Corporation

**ARTICLE I  
NAME AND OFFICES**

- 1.1 The name of the Association is the UNIVERSITY OF NEVADA, LAS VEGAS ALUMNI ASSOCIATION, INC. (the “Association”). The Association may also use such similar names and related logos and marks as the Board of Directors may from time to time authorize.
- 1.2 The principal office of the Association shall be the Richard Tam Alumni Center, 4505 S. Maryland Parkway, Las Vegas, Nevada 89154-1010, or such other location as the Board may from time to time authorize. The Association may maintain such other offices, in or out of the State of Nevada, as the Board may determine, from time to time;
- 1.3 Accurate and complete copies of the Articles of Incorporation of the Association (“Articles”), these Bylaws, all amendments thereto, as well as copies of minutes of meetings and written consents as defined in 5.17 in lieu of meetings of the Board of Directors and committees thereof, shall be kept at the registered office of the Association for the inspection by those person who possess a legal right to inspect such records. All other books of the Association shall be kept at such place or places as may be prescribed by the Board.
- 1.4 The Board may, but shall not be required to, authorize the use of a seal to authenticate any document or otherwise impress the same for any purpose of the Association.

**ARTICLE II  
PURPOSES**

- 2.1. The purposes of the Association shall be those set forth in the Articles, as well as those purposes contained in the Mission Statement and other resolutions which the Board may from time to time adopt in conformity therewith.

**ARTICLE III**  
**ASSOCIATION MEMBERSHIP**

- 3.1. The Association shall have the following classifications of Members, and the requirements for each respective membership class shall be:
- 3.1.1. Any person meeting any of the following alternative requirements shall be a General Alumni Member:
- 3.1.1.1. All graduates of the University of Nevada, Las Vegas (“UNLV”) who have successfully completed any accredited degree program.
- 3.1.1.2. Any person who has successfully completed at least six credit hours at UNLV, and who shall make written request for membership to the Association.
- 3.1.1.3. All recipients of honorary degrees from UNLV.
- 3.1.1.4. Any person, group of persons, or organization not otherwise eligible for membership who (i) has demonstrated noteworthy interest in the well-being and improvement of UNLV or the Association by particular activities at UNLV, or in their community, State, or country, and (ii) is recommended for membership by the President of the Association and approved by two-thirds (2/3) of the Directors present at a meeting of the Board at which a quorum is present.
- 3.1.2. Any person who is a General Alumni Member and current with dues payments as prescribed therefore by the Board of Directors, shall also be an Active Alumni Member. Active Alumni Members shall be entitled to receive benefits as the Board may from time to time establish.
- 3.2. Any person, group of persons, or organization not otherwise eligible for membership who wishes to receive all publications from and information about the Association may become a Friend of the Association by paying the current dues prescribed therefore by the Board. Each Friend shall be a non-voting associate of the Association, and shall receive such other benefits as the Board may from time to time establish.

**ARTICLE IV**  
**MEETINGS OF MEMBERS**

- 4.1. Meetings of Members may be called at any time by the President or by a majority of the Board and shall be called by the President upon the request of fifty (50) or more Active Alumni Members requesting said meeting in writing by petition filed with the Executive Director. Notice of such meetings shall set forth the time, place, and general nature of the business proposed to be transacted thereat, as fixed by the President or Board or as requested in said petition. Notices shall be given by electronic communication, mail or by announcement in the official publication of

the Association. Notice by electronic communication or by mail shall be sent at least 30 days prior to the date set for such meeting to each Active Alumni Member at such Active Alumni Member's last known address appearing on the records of the Association.

- 4.2. Parliamentary procedure at all Meetings of Active Alumni Members shall be regulated by Roberts Rule of Order, unless otherwise provided in these Bylaws or in the Articles.

## **ARTICLE V**

### **DIRECTORS AND THEIR ELECTION, MEETINGS AND DUTIES**

- 5.1. The governing body of the Association shall be called Directors. They shall be classified into two categories with no Director having more than one vote.
  - 5.1.1. Type I Directors shall represent the interests of all alumni and shall consist of eighteen (18) members or a simple majority of the board, whichever is greater. Type I Directors shall serve on committees of the association.
  - 5.1.2. Type II Directors shall consist of the Presidents or a delegate elected by the Chapter of all officially recognized college-based Chapters and represent the interest of their Chapter while on the board.
- 5.2. Directors shall not concurrently serve as a Type I and Type II Directors and must be Active Alumni Members of the Association who shall each have received a degree from UNLV. Directors will serve without compensation.
- 5.3. Election of Type I Directors shall be staggered with one third (1/3) of the Type I Directors being elected at the November meeting. Each Type I Director elected will serve for a term of three (3) years, and until the successor Type I Director shall be elected and qualified. All Directors shall elect the Type I Directors in accordance with the Bylaws and such additional election procedures as the Board may from time to time adopt.
  - 5.3.1. At least sixty (60) days prior to the November meeting of the Board, the Chairperson of the Board Development Committee shall convene the Board Development Committee for the purpose of considering nominations of qualified persons to be elected Type I Directors. At least thirty (30) days before the November meeting of the Board the Board Development Committee shall report to the President the names of the nominees, who may include any or all of the then current Type I Directors whose terms are due to expire. At least fifteen (15) days prior to the November meeting of the Board, the Association will distribute to its Directors, the names of all qualified nominees. The Board Development Committee shall nominate at least as many nominees as there are Type I Director positions available for election. The Directors shall consider all qualified applicants individually and shall elect Type I Directors at the November meeting of the Board. Newly elected

Type I Directors will assume their duties at the commencement of the Annual Meeting. From the November election until the Annual Meeting, the newly elected Type I Directors shall familiarize themselves with all Directors and Alumni Association Committees.

- 5.4. Election of Type II Directors shall occur not less than annually and in accordance with the procedures established in the Bylaws of each Chapter.
- 5.5. Should any Type I Director cease to be an Active Alumni Member, or should any Type I Director vacancy arise for any cause whatsoever, the President may nominate one or more persons for the vacancy. The Board Development Committee shall recommend names of prospective nominees to the President. At the next meeting of the board, an election shall be held of those nominated by the president and the person receiving the highest number of votes cast by the Directors shall fill the vacancy for the unexpired term of the Type I Director replaced. Should a Type II Director cease to be an Active Alumni Member, or should any Type II Director vacancy arise for any cause whatsoever, the respective Chapter shall elect a replacement to fill the position. The replacement must be the Chapter's Vice President, President-Elect or Voting Representative, according to the Chapter's bylaws.
- 5.6. In addition to the eighteen (18) elected Type I Directors, each immediate Past-President of the Association shall be a voting Type I Director of the Board (the "Past President Director") for the period until such Past-President's successor in office first becomes a Past-President.
- 5.7. In addition to the Type I Directors, Type II Directors and Past-President Director, the Board of Directors will include the following Ex-Officio Directors: the President of UNLV, the Vice President for University Advancement, the Executive Director of the Association, the President of the Consolidated Students of the University of Nevada (CSUN), the President of the Graduate and Professional Student Association, the President of the UNLV Student Alumni Association, the Chairman of the UNLV Foundation Board of Trustees, and the UNLV Director of Athletics. Ex-Officio Directors shall be entitled to attend and participate at Board Meetings, but shall not have the right to vote.
- 5.8. Directors are encouraged to attend all Board meetings and the annual Board Retreat, when held, and are encouraged to attend as many Association-sponsored events as their schedules permit. If any Director should fail to attend at least fifty percent (50%) of all Board meetings (including the annual Board Retreat as a meeting) during the one year period between Annual meetings, the non-attending Director shall automatically be removed from the board and required to show good cause at the next Executive Committee Meeting why that Director should be allowed to be reinstated to the Board. The Executive Committee shall duly consider the reasons for the Director's absences, the other Association work done by the non-attending Director, and the anticipated

number of future regular Board meeting absences by that Director, along with such other factors as the Executive Committee determines to be appropriate under the circumstances. The Executive Committee shall, by majority vote, determine whether to reinstate the non-attending Director. Each additional absence from a regular Board meeting by a Director during any such one year period shall automatically re-activate the foregoing removal and show good cause procedure.

- 5.9. In addition to the other reasons provided in this Article, any Director may be removed for good cause as determined by the vote of two-thirds (2/3) of the Directors then present at a duly noticed or held meeting at which a quorum is present.
- 5.10. The Board of Directors shall meet at least four (4) times a year. Regular meetings of the Board shall be held on either the third or fourth Wednesday of the months of August, November, February, and May, at 6:00 p.m. in the principal offices of the Association, or at such other time or place that the President of the Board of Directors shall from time to time designate. The February meeting shall be designated as the Annual Meeting. The purpose of the Annual Meeting shall be the election of Officers and any other business as may come before the meeting. The agenda for each Board meeting will be given to each Director and publicly posted in the Association's principal office at least five (5) days prior to the Meeting date.
- 5.11. Special meetings of the Board may be held at any time or place upon the call of the President or by 1/3 of the total board, giving at least five (5) days notice of the time, place and purpose of the special meeting to each Director by mail (to last known address). Personal service of written notice, facsimile written notice, or electronic means may be used in place of mailed written notice. Any Director may waive notice or any irregularity therein, by written waiver or attendance at the special meeting.
- 5.12. Proxies shall not be used for voting, determination of quorum or any other purpose, including without limitation voting by the Board of Directors.
- 5.13. All Board meetings shall be open to all General Alumni Members, but attending Members shall not disrupt the discussion or vote in the transaction of any business before the Board.
- 5.14. At any Board Meeting, a majority of the then-serving Directors (including the Past-President) shall constitute a quorum for the transaction of business. Directors present at a duly noticed or held and convened meeting of the Board at which a quorum was initially present may continue to conduct business until adjournment notwithstanding the subsequent withdrawal of sufficient Directors to constitute a quorum. However in the absence of a quorum, no question can be decided, other than to adjourn the Meeting to another time for which other notice need not be given.

- 5.15. Except as restricted by the Articles, the Bylaws or by law, (i) the Board is invested with the exclusive, complete and unrestrained authority to manage all the affairs of the Association, and is exclusively authorized to exercise its entire corporate authority, and (ii) the vote of a majority of the Directors present at a Meeting at which a quorum of Directors is present shall be necessary for and sufficient to constitute the act of the Board. The Board of Directors shall perform any and all duties imposed on them by the Articles, these Bylaws or by law.
- 5.16. Parliamentary procedure at all Board Meetings shall be regulated by Roberts Rule of Order, unless otherwise provided in these Bylaws or in the Articles.
- 5.17. To the extent permitted by applicable law, any action that may be taken at a meeting may be taken without a meeting if a written consent to such action is signed by all of the directors then serving. Written consents shall be valid upon receipt by the President including those transmitted via facsimile or e-mail attachment. An email message from a Director assenting to an action but without a signature shall also qualify as a signed written consent by that Director so long as the e-mail is transmitted from the Director's e-mail on file with the association and the Director's written consent to the specific action is stated clearly in the e-mail. Whenever action is taken by written consent, a meeting need not be called, noticed or convened. All written consents of the Board shall be filed with the minutes of the Board.

## **ARTICLE VI**

### **OFFICERS AND THEIR ELECTION, MEETINGS AND DUTIES**

- 6.1. The Association officers shall consist of a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary, and a Treasurer, all of whom must be Type I Directors of the Association. Officers shall serve without compensation.
- 6.2. The officers shall be elected to their respective offices annually by the Directors. The election will take place at the Annual Meeting of the Board each year.
- 6.3. The election will be held by first taking nominations for each office in the order set forth above, and then voting on each such office in that same order. The Directors shall vote by ballot (which does not identify the voting Director) in person at the election meeting and seal the marked ballot in an envelope. All the ballots shall be opened, counted and tabulated by the Board Development Committee or its designee at the election meeting. The Board Development Committee shall collect the sealed ballots, removing the ballots from the envelopes and segregate them in such a manner that no person, including the person removing the ballots from the envelopes, can identify a voting Director with any particular ballot. No person who

is a candidate for election may participate in collecting, removing, or counting the ballots. Election shall be by simple majority. The Board Development Committee shall immediately certify the results of the election to the President of the Association and the Executive Director of the UNLV Alumni Association. Newly elected Officers will assume their duties immediately following the conclusion of the Annual Meeting.

- 6.4. If there are more than two candidates for any office and none obtain a majority of the votes cast, the two with the greatest number of votes will have a runoff election. In the event of a tie, the Directors shall break the tie by conducting a runoff election using written ballots in the manner specified by Section 6.3. If there is an unbreakable tie, a single coin flip shall determine the winner.
- 6.5. Should any officer cease to be a Director, or should any vacancy in any office arise for any reason whatsoever, the office shall be declared vacant at the next meeting of the Board and, at such meeting the President shall have the exclusive authority (after discussion with the Executive Committee) to appoint a replacement officer from the remaining Directors to fill the vacancy. Any such appointee shall serve for the unexpired term of the officer replaced.
- 6.6. The President shall be the chief executive officer of the Association with the power to supervise and direct the Association's affairs and to execute documents to the extent not specifically entrusted to some other officer. The President shall (i) preside at all Meetings of the Members and at all Meetings of the Board, (ii) serve as a liaison to the UNLV Administration, the UNLV Foundation, the UNLV Consolidated Students, and the UNLV Student Alumni Association, and (iii) meet directly with the UNLV President and others on behalf of the Association. The President shall also have the appointment and other powers provided in these Bylaws and otherwise by resolution of the Board.
- 6.7. Duties of the First Vice President. In the absence of the President, the First Vice President shall perform all of the duties of the President and when so acting shall have all the same powers of and be subject to all of the same restrictions. The First Vice President shall have such other powers and perform such other duties as may be assigned to her or him by the Board or detailed in these Bylaws. The First Vice President shall be Vice Chair of the Executive Committee.
- 6.8. Duties of the Second and Third Vice President. The Second Vice-President shall assume the duties of the President during the President's absence if the First Vice-President shall also be absent. Similarly, the Third Vice-President shall assume the duties of the President during the President's absence if both the First Vice-President and the Second Vice-President shall also be absent. The Vice-Presidents elected by the Board shall have such powers and perform such duties as may be assigned by the Board.
- 6.9. Duties of the Secretary. The Secretary shall verify that the following records are kept and maintained by the Association's professional staff: a) Member and Board meetings; b) lists of Members; and c), all Association books and records, except

for the financial books and records which are the responsibility of the Treasurer. The Secretary shall also ensure that the Association's professional staff provides any required notice of all Member and Board meetings.

- 6.10. Duties of the Treasurer. The Treasurer shall verify that the financial books and records of the Association are kept and maintained by the Association's professional staff and any appropriate third party service providers, verify that proper tax returns and financial statements are prepared and filed, and report on the Association's financial condition at all meetings of the Members, Board and Executive Committee.

## **ARTICLE VII**

### **COMMITTEES AND THEIR APPOINTMENT, MEETINGS AND DUTIES**

- 7.1. The Board shall be authorized to establish such committees with such duties as the Board may from time to time determine to be appropriate to carry out the purposes of the Association. Committees may either be standing or ad hoc (specific limited purpose, as opposed to an ongoing purpose).
- 7.2. Each committee shall be chaired by one or more Directors as the Board may determine, and shall have as many other Directors, Active Alumni Members and other persons as the Board and chair Director(s) may determine. Each Type I Director must serve on at least one committee. Each committee will meet at such times and places as its chair Director(s) may call, and will report all of its actions to the Board for ratification. Type II Directors may but are not required to serve on a committee, excepted as otherwise provided in the Bylaws.
- 7.3. Without limiting the authority of the Board to establish committees, there shall be a standing Executive Committee which shall be comprised of all of the officers specified in Article 6.1, and the immediate Past-President. The Executive Committee shall govern the Association affairs in conjunction with the Association's professional staff.
- 7.3.1. The Executive Committee shall present to the Board at every meeting of the Board of Directors a complete report of all actions taken by the Executive Committee on behalf of the Association which occurred subsequent to its preceding report. This report may be either oral or written.
- 7.3.2. The Executive Committee will meet on a regular basis at the call of the President.
- 7.3.3. The members of the Executive Committee, shall by majority vote, have the authority to appoint additional members to bring the total membership of the Executive Committee to a number acceptable to the committee, not to exceed nine members.
- 7.4. The President shall appoint a Board Development Committee comprised of the following seven (7) Active Members of the Association: four (4) current Type I

Directors whose terms are not expiring within a year or less; two (2) Past-Presidents of the Association; the Executive Director of the Association, who shall serve in an ex-officio role; and, the immediate Past President. The immediate Past President shall serve as chair of the Board Development Committee. During service thereon, members of the Board Development Committee shall not be eligible for nomination by that Committee to the Board of Directors.

7.4.1. The Board Development Committee shall solicit applicants from various Nevada Community Organizations, Alumni Association Members, and Alumni Chapter presidents. In selecting candidates, the Board Development Committee shall endeavor to engage a diverse pool of applicants, taking into consideration geographical location, year of graduation, profession, college of graduation, previous record of service at UNLV, and in accordance with the goals of the University of Nevada, Las Vegas Office of the Vice President for Diversity and Inclusion.

7.4.2. Applicants shall submit a completed application and resume to the Board Development Committee. To be qualified as a candidate, the applicant must be an Active Alumni Member of the Alumni Association and have graduated from the University of Nevada, Las Vegas with at least one degree.

7.4.3. In evaluating the applications, the Board Development Committee shall:

7.4.3.1. Reject any applicant that does not meet the minimum criteria as enumerated in Section 7.4.2.

7.5. There shall be a Chapters Committee and it shall have the duties provided in Article VIII and any others that the Board so determines.

7.6. Each committee shall be authorized by the Board to act on such matters as the Board may from time to time determine. For convenience and clarity in granting Board authorizations to committees, the authorizing Board resolution shall specify whether the authority granted for that specific matter is investigatory (study specified item and report to Board with recommendation) or action (proceed with specified item including expenditures within specified parameters). Action authorizations containing expenditures must comply with the rules governing expenditures.

## **ARTICLE VIII**

### **ALUMNI CHAPTERS**

8.1. The Board may establish and recognize college based or other Chapters to promote the Association's interests and mission. The Board must establish guidelines and qualifications that chapters must meet in order to be officially recognized by the Association and to obtain the benefits provided herein and any other benefits that may be established by the Board. Approval, recognition, and maintaining Chapter status are subject to any terms and conditions imposed by the Board. The Board shall adopt and approve a *proforma* set of bylaws for use by all Chapters. Each

Chapter must approve, adopt and agree to comply with the bylaws so approved as a condition of its existence.

- 8.2. The Chapters Committee shall prepare policies and make recommendations to the Board concerning chapter development, recognition, operation and termination, including, Chapter member qualifications and requirements. The Chapters Committee shall develop funding and accounting systems for chapters which shall be approved by the Board.
- 8.3. Chapters shall follow Board policies to maintain recognition and support. Chapters may not indulge in activities contrary to the best interests of the Association as a whole and shall work in collaboration with the Association, Alumni Relations, and the related college or academic department. In no instance will a Chapter engage in any activity that may jeopardize the tax-exempt status of the Association. No Chapter activity shall impose any liability or obligation upon the Association. A Chapter is responsible for all liabilities and obligations incurred by the Chapter.
- 8.4. New Chapters may petition the Board to be recognized as a provisional Chapter of the Association. Minimum qualifications include: (i) Chapter Bylaws that conform to the Association's Bylaws; (ii) a minimum of five (5) board members with elections occurring between July 1 and December 31 each year; and (iii) goals for membership growth. If the petition is approved by the Board, the Chapter will be granted provisional status for one year. When in provisional status, the Chapter will have all of the same benefits as an officially recognized Chapter with the exception of (a) direct access to the Chapter's share of member dues, except where approved under a process established by the Board, and (b) voting privileges as a Type II Director. The Provisional Chapter -elected voting delegate, is expected to attend Regular and Special Meetings of the Board while under provisional status, but may not vote. During the one-year provisional status period, the petitioning chapter will work with the Association, Chapter Committee, Alumni Relations and the college to demonstrate its commitment, stability and ability to grow membership. After the first year in provisional status, the Chapter shall petition the Board for recognition as an officially recognized chapter with full benefits as provided herein. The petition shall be evaluated based upon activities in the first year and goals identified in the original petition.
- 8.5. Once officially recognized by the Board, each Chapter is eligible for financial support from the Association in the form of revenue or dues sharing consistent with any then-current Association policy governing the same as adopted by the Board, which from time to time may be amended and revised and shall have voting representation on the Board through the Chapter President as provided in Article 5. In addition, officially recognized Chapters are entitled to the use and support of Alumni Relations staff and allowed the use of the Association's logo, trade or service marks and other intellectual property subject to the review and approval of the Executive Director. Chapters must have the word "Chapter" in their name and shall not include the word "Association" unless used within "UNLV Alumni

Association.” All Chapter activities must be undertaken in the name of the Chapter.

- 8.6. Chapters may establish Sub-Chapters based on school or other affiliations. Sub-Chapters must comply with all Association and Chapter Bylaws and policies and procedures of the Association. Funding for Sub-Chapters shall be determined by the respective Chapter Board. The Chapter shall include a seat on the Chapter Board for each president of Sub-Chapters. Chapters shall establish procedures for the development, recognition and oversight of their respective Sub-Chapters.
- 8.7. Only Association members shall be eligible for Chapter membership. A member may transfer Chapter membership from one chapter to another.
- 8.8. Chapters are not authorized to levy additional dues on members or charge a fee for additional member benefits without the consent and approval of the Board.
- 8.9. Subsequent to a recommendation by the Executive Committee, the Board may impose sanctions upon a Chapter, up to and including revoking recognition of a Chapter, upon a finding by the Executive Committee that a Chapter has violated these Bylaws, the policies of the Association or for good cause shown.
- 8.10. Each Chapter shall be subject to such rules, regulations and restrictions as the Board may arbitrarily impose in its sole, absolute and unrestricted discretion; and each Chapter’s continued existence shall be conditioned upon its observance and compliance with such rules, regulations and restrictions. Recognizing that the image of the Association is critical to its existence and success and recognizing that the conduct of any Chapter or the failure of any Chapter to control the conduct of its members could adversely affect the Association, the Board shall have authority and power to arbitrarily disband any Chapter at any time, for any reason or no reason, in the Board’s sole, absolute and unrestricted discretion.

## **ARTICLE IX**

### **FINANCIAL MATTERS**

- 9.1 The Association shall raise revenues from Membership Dues and such other sources as the Board may from time to time determine to be appropriate.
- 9.2 All Association revenues shall be deposited into such Association accounts as may from time to time be maintained by the Board under dual signature control of such Officers as the Executive Committee may from time to time determine. All Association funds shall be held in accordance with the Investment Policy from time to time approved by the Board.
- 9.3 The Association shall adopt an annual budget for each Fiscal Year of operation. The Treasurer, with assistance from the professional staff, prepares the annual budget and submits it to the Executive Committee for review. At least two weeks prior to the May Board Meeting, the Executive Committee shall submit to the

Board the proposed budget for the following Fiscal Year. At the May Board Meeting, the Board shall review the proposed budget and adopt it with such modifications, if any, as the Board may determine to be appropriate.

**ARTICLE X**  
**INDEMNIFICATION**

- 10.1. To the fullest extent permitted by law, the Association shall indemnify every director, officer and employee of the Association who was a party, is a party or is threatened to be made a party to any completed, pending, or threatened action, suit or proceeding, except an action or suit by or in the right of the Association, by reason of the fact that such person is or was a director, officer or employee of the Association against judgments, fines, amounts paid in settlement, interest, expenses (including reasonable attorney fees) and other liability actually and reasonable incurred; subject to Section 9.3 below.
- 10.2. To the fullest extent permitted by law, the Association shall likewise indemnify each director, officer and employee of the Association who was a party, is a party or is threatened to be made a party to any completed, pending or threatened action or suit by or in the right of the Association by reason of the fact that such person was or is a director, officer or employee of the Association against amounts paid in settlement and expenses (including reasonable attorney fees) actually and reasonably incurred in connection with the defense and/or settlement of the action or suit; subject to Section 9.3 below. However, no indemnification shall be provided for or on account of any claim, issue or matter with respect to which such person has been adjudged to be liable by a court of competent jurisdiction after exhaustion of all appeals.
- 10.3. The Association shall not be required to indemnify any person unless such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that there was reasonable cause to believe that the conduct was unlawful.
- 10.4. The indemnification provided by these Bylaws does not exclude any other rights to which a person may be entitled under the law. Without limiting the generality of the preceding sentence, to the extent that any director, officer, employee or agent of the Association is successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsection 1 or subsection 2 of NRS 78.7502, the Association shall indemnify such person against legal expenses,

including attorney fees, actually and reasonably incurred in connection with such action, suit or proceeding.

- 10.5. Expenses incurred in defending any action, suit or proceeding may be paid by the Association in advance of final disposition, when authorized by the Board, upon receipt of an undertaking by or on behalf of the person for whom such expenses are advanced to repay such advances if indemnification is not ultimately available.
- 10.6. The rights of any person entitled to indemnification pursuant to this Article shall continue even if such person has ceased to be a director, officer or employee of the Association, and shall inure to the benefit of the heirs, executors and administrators of such person.
- 10.7. The Association may purchase and maintain insurance on behalf of any person who is entitled to indemnification pursuant to this Article.

**ARTICLE XI**  
**AMENDMENT TO BYLAWS**

- 11.1. These Bylaws may be amended by the vote of three fourths (3/4) of the Directors present at a meeting of the Board at which a quorum of Directors is present; provided that a copy of the proposed changes was given to each Director prior to such Meeting.

THE FOREGOING BYLAWS WERE DULY READ, CONSIDERED DISCUSSED, AND APPROVED BY AT LEAST THREE QUARTERS (3/4) OF THE BOARD OF DIRECTORS AT A MEETING DULY HELD ON FEBRUARY 20, 2013.

IN WITNESS WHEREOF, the President and Secretary of the Association have subscribed this instrument on the day and year above written.

UNIVERSITY OF NEVADA, LAS VEGAS,  
ALUMNI ASSOCIATION, INC.

By \_\_\_\_\_ By \_\_\_\_\_  
President Secretary